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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF ROBB MCWILLIAMS IN
SUPPORT OF REORGANIZED DEBTORS'
OBJECTION TO SECURITIES LEAD
PLAINTIFF'S RENEWED MOTION TO APPLY
BANKRUPTCY RULE 7023 AND CERTIFY A
LIMITED CLASS**

1 I, Robb C. McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,
3 information, and belief:

4 1. I am a Managing Director at the firm of AlixPartners, LLP (“**AlixPartners**”), which is
5 an affiliate of both AlixPartners, LLC and AP Services, LLC, (“**APS**”). APS was previously retained to
6 provide interim management services to PG&E Corporation and Pacific Gas and Electric Company, as
7 debtors and reorganized debtors (collectively, the “**Debtors**”, and as reorganized pursuant to the Plan
8 (as defined below), the “**Reorganized Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter**
9 **11 Cases**”). I submit this Declaration in support of the *Reorganized Debtors’ Objection to Lead*
10 *Plaintiff’s Renewed Motion to Apply Bankruptcy Rule 7023 and Certify a Limited Class* (the
11 “**Objection**”),¹ filed contemporaneously herewith.

12 2. In my current position, I am responsible for overseeing the Bankruptcy Case Management
13 component of AlixPartners’ engagement to assist the Reorganized Debtors with various matters related
14 to these Chapter 11 Cases. I am generally familiar with the Reorganized Debtors’ day-to-day operations,
15 financing arrangements, business affairs, and books and records. Except as otherwise indicated herein,
16 all facts set forth in this Declaration are based upon my personal knowledge, the knowledge of other
17 APS professionals working under and alongside me on this matter, my discussions with other members
18 of the Reorganized Debtors’ management team, the Reorganized Debtors’ various other advisors and
19 counsel, and my review of relevant documents and information prepared by the Reorganized Debtors.
20 If called upon to testify, I would testify competently to the facts set forth in this Declaration. I am
21 authorized to submit this declaration on behalf of the Reorganized Debtors.

22 3. As part of the work done to reconcile the proofs of claim filed in these Chapter 11 Cases,
23 the AlixPartners team under my supervision was asked to conduct a preliminary review of a subset of
24 approximately 4,125 of the approximately 7,448 Rescission or Damage Proofs of Claim (the “**Proofs of**
25

26 ¹ Capitalized terms used but not otherwise herein defined have the meanings ascribed to such terms in
27 the Objection.
28

1 **Claim**”) processed and identified by PrimeClerk LLC, the claims agent appointed in these Chapter 11
2 Cases.

3 4. As a part of this preliminary review, AlixPartners reviewed, through a combination of
4 manual and automated means, approximately 4,125 Proofs of Claim to identify, to the extent possible,
5 (i) whether each Proof of Claim on its face asserted Subordinated Securities Claims based on debt
6 securities, equity securities, or both, and (ii) which CUSIPs (i.e., specific debt and equity securities) were
7 implicated by the asserted Subordinated Securities Claims.

8 5. Based on our review of the information set forth in the subset of Proofs of Claim
9 reviewed, we were able to establish, among other things, the following:

- 10 a. AlixPartners was able to identify approximately 3,785 Subordinated Securities Claims
11 that identified one or more of the debt or equity CUSIPs listed on Annex A to the Proof
12 of Claim form.
- 13 b. All 130 different CUSIPs for the Debtors’ debt and equity securities listed on Annex A
14 to the Proofs of Claim form were identified at least once across the subset that
15 AlixPartners reviewed.
- 16 c. One Proof of Claim reviewed by AlixPartners listed all 130 Annex A CUSIPs. Excluding
17 this one Proof of Claim, the AlixPartners team was able to identify Subordinated
18 Securities Claims based on at least 67 different CUSIPs.

19 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and
20 correct to the best of my knowledge, information, and belief. Executed this 30th day of October, 2020,
21 in Dallas, Texas.

22 /s/ Robb McWilliams
23 Robb McWilliams
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